

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM452711

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SPEAR USA, LLC		08/12/2011	Corporation: OHIO
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	SPEAR USA INC.		
<b>Street Address:</b>	5510 Courseview Dr.		
<b>City:</b>	Mason		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	45040		
<b>Entity Type:</b>	Corporation: OHIO		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2641787	SPEAR	
<b>Registration Number:</b>	2712564	CLEAR & SIMPLE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	5135796457		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	5135796590		
<b>Email:</b>	mmusekamp@kmklaw.com		
<b>Correspondent Name:</b>	Mark E. Musekamp		
<b>Address Line 1:</b>	One East 4th Street, Suite 1400		
<b>Address Line 4:</b>	Cincinnati, OHIO 45202		
<b>ATTORNEY DOCKET NUMBER:</b>	MU4500FI0005		
<b>NAME OF SUBMITTER:</b>	Mark E. Musekamp		
<b>SIGNATURE:</b>	/Mark E. Musekamp/		
<b>DATE SIGNED:</b>	11/30/2017		
<b>Total Attachments: 9</b>			
source=spear usa conversion#page1.tif			
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source=spear usa conversion#page9.tif



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/12/2011	201122400122	CONVERSION WITHIN SOS RECORDS (CVS)	125.00	300.00	.00	5.00	5.00

**Receipt**

This is not a bill. Please do not remit payment.

THOMPSON HINE LLP  
 ATTN:CAROL R. RUSSELL  
 41 S. HIGH ST., #1700  
 COLUMBUS, OH 43215

**STATE OF OHIO  
 CERTIFICATE**

**Ohio Secretary of State, Jon Husted**

1101725

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**SPEAR USA INC.**

and, that said business records show the filing and recording of:

Document(s)

**CONVERSION WITHIN SOS RECORDS**  
 (CHANGE TO DOMESTIC FOR PROFIT )

Document No(s):

**201122400122**



United States of America  
 State of Ohio  
 Office of the Secretary of State

Witness my hand and the seal of  
 the Secretary of State at Columbus,  
 Ohio this 11th day of August, A.D.  
 2011.

Ohio Secretary of State



Form 700 Prescribed by the: Ohio Secretary of State

Central Ohio: (614) 466-3910  
Toll Free: (877) SOS-FILE (767-3453)

www.sos.state.oh.us  
Busserv@sos.state.oh.us

Expedite this form: (select one)  
Mail form to one of the following:  
 Expedite PO Box 1390  
Columbus, OH 43216  
\*\*\* Requires an additional fee of \$100 \*\*\*  
 Non Expedite PO Box 1329  
Columbus, OH 43216

**CERTIFICATE OF CONVERSION FOR ENTITIES CONVERTING  
WITHIN OR OFF THE RECORDS OF THE OHIO SECRETARY OF STATE**  
Filing Fee: \$125

(CHECK ONLY ONE (1) BOX)

(1) <input checked="" type="checkbox"/> Converting Within The Records of the Ohio Secretary of State	(2) <input type="checkbox"/> Converting Off The Records of the Ohio Secretary of State (187-VXX)
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Name of the converting entity: SPEAR USA, LLC

Jurisdiction of Formation: OHIO

Charter/Registration Number: 1101725

The converting entity is a:  
(Check Only (1) One Box)

<input checked="" type="checkbox"/> Domestic Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> Foreign Corporation	<input type="checkbox"/> Domestic Limited Partnership
<input type="checkbox"/> Domestic Nonprofit Limited Liability Company	<input type="checkbox"/> Foreign Limited Partnership
<input type="checkbox"/> Foreign Nonprofit Limited Liability Company	<input type="checkbox"/> Domestic Limited Liability Partnership
<input type="checkbox"/> Domestic For-Profit Limited Liability Company	<input type="checkbox"/> Foreign Limited Liability Partnership
<input type="checkbox"/> Foreign For-Profit Limited Liability Company	<input type="checkbox"/> Business Trust

The converting entity hereby states that it has complied with all laws in the jurisdiction under which it exists and that those laws permit the conversion.

RECEIVED  
SECRETARY OF STATE  
2011 AUG 11 AM 11:10  
CLIENT SERVICE CENTER

Name of the converted entity: SPEAR USA INC.

Jurisdiction of Formation: OHIO

The converted entity is a:  
(Check Only (1) One Box)

<input checked="" type="checkbox"/> Domestic Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> Foreign Corporation	<input type="checkbox"/> Domestic Limited Partnership
<input type="checkbox"/> Domestic Nonprofit Limited Liability Company	<input type="checkbox"/> Foreign Limited Partnership
<input type="checkbox"/> Foreign Nonprofit Limited Liability Company	<input type="checkbox"/> Domestic Limited Liability Partnership
<input type="checkbox"/> Domestic For-Profit Limited Liability Company	<input type="checkbox"/> Foreign Limited Liability Partnership
<input type="checkbox"/> Foreign For-Profit Limited Liability Company	<input type="checkbox"/> Business Trust

Effective Date \_\_\_\_\_ (The conversion is effective upon the filing of this certificate or on a later date (Optional) specified in the certificate that it is not more than ninety days after filing)

Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.

RANDAL SPEAR, PRESIDENT  
Name

5510 COURSEVIEW DRIVE  
Mailing Address

MASON OH 45036  
City State Zip Code

**Required information that must accompany conversion certificate if box 2 is checked**

If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.

\_\_\_\_\_  
Name of Statutory Agent

\_\_\_\_\_  
Mailing Address

\_\_\_\_\_  
City State Zip Code

If the agent is an individual using a P.O. Box, check this box to confirm that the agent is an Ohio resident.


If the converting entity is a domestic or foreign corporation licensed to transact business in Ohio and converting off the records, the certificate of conversion must be accompanied by the affidavits herein attached. (See *Instructions*)

**See instructions for additional filing requirements if**

- (1) the conversion creates a new domestic entity,
- (2) the converted entity is a foreign entity that desires to transact business in Ohio, or
- (3) if a foreign or domestic corporation licensed to transact business in this state is the converting entity.

IN WITNESS WHEREOF, the conversion is authorized on behalf of the converting entity and that each person signing the certificate of conversion is authorized to do so.

Required  
Must be authenticated (signed)  
by an authorized representative.

  
\_\_\_\_\_  
Signature

8/11/11  
\_\_\_\_\_  
Date

RANDAL SPEAR  
\_\_\_\_\_  
Print Name

PRESIDENT  
\_\_\_\_\_  
Title

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Title



Prescribed by:

Ohio Secretary of State  
Central Ohio: (614) 466-3910  
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us  
e-mail: busserv@sos.state.oh.us

<b>Expedite this Form:</b> (Select One)	
<b>Mail Form to one of the Following:</b>	
<input checked="" type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input type="radio"/> No	PO Box 670 Columbus, OH 43216

### INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Nonprofit)

Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

**(CHECK ONLY ONE (1) BOX)**

<input checked="" type="checkbox"/> (1) Articles of Incorporation Profit (113-ARF) ORC 1701	<input type="checkbox"/> (2) Articles of Incorporation Nonprofit (114-ARN) ORC 1702	<input type="checkbox"/> (3) Articles of Incorporation Professional (170-ARP) Profession _____ ORC 1785
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**Complete the general information in this section for the box checked above.**

FIRST: Name of Corporation SPEAR USA INC

SECOND: Location MASON WARREN  
(City) (County)

Effective Date (Optional) \_\_\_\_\_ Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.  
(mm/dd/yyyy)

Check here if additional provisions are attached

RECEIVED  
SECRETARY OF STATE  
CLIENT SERVICE CENTER  
2011 AUG 1 AM 11:11

**Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.**

THIRD: Purpose for which corporation is formed

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Complete the information in this section if box (1) or (3) is checked.**

FOURTH: The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any)

<u>1,500</u>	<u>COMMON</u>	<u>NO PAR</u>
(No. of Shares)	(Type)	(Par Value)

(Refer to instructions if needed)

Completing the information in this section is optional

FIFTH: The following are the names and addresses of the individuals who are to serve as initial Directors.

RICHARD SPEAR

(Name)

5510 COURSEVIEW DRIVE

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

MASON

(City)

OHIO

(State)

45040

(Zip Code)

RANDAL SPEAR

(Name)

5510 COURSEVIEW DRIVE

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

MASON

(City)

OHIO

(State)

45040

(Zip Code)

MICHAEL HENRY

(Name)

5510 COURSEVIEW DRIVE

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

MASON

(City)

OHIO

(State)

45040

(Zip Code)

REQUIRED

Must be authenticated (signed) by an authorized representative

(See Instructions)

[Signature]

Authorized Representative

MICHAEL HENRY

(print name)

8/11/11

Date

[Signature]

Authorized Representative

(print name)

[Date]

Date

[Signature]

Authorized Representative

(print name)

[Date]

Date



Complete the information in this section if box (1) (2) or (3) is checked.

### ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of SPEAR USA INC, hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

RANDAL SPEAR

(Name)  
5510 COURSEVIEW DRIVE

(Street) NOTE: P.O. Box Addresses are NOT acceptable.

MASON , Ohio 45040  
(City) (Zip Code)

Must be authenticated by an authorized representative

MH  
Authorized Representative

8/11/11  
Date

\_\_\_\_\_  
Authorized Representative

\_\_\_\_\_  
Date

\_\_\_\_\_  
Authorized Representative

\_\_\_\_\_  
Date

#### ACCEPTANCE OF APPOINTMENT

The Undersigned, RANDAL SPEAR, named herein as the

Statutory agent for, SPEAR USA INC, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature: [Signature]  
(Statutory Agent)

**ADDITIONAL PROVISIONS TO  
ARTICLES OF INCORPORATION OF  
SPEAR USA INC**

Article Sixth:

The Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Corporation and the selling shareholder or shareholders.

Article Seventh:

The Board of Directors is hereby authorized to fix and determine whether any, and, if any, what part of the surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and without action by the shareholders, to use and supply surplus, or any part thereof, or such of the stated capital of the Corporation as is permitted under the provisions of Section 1701.35 of the Ohio Revised Code, or any statute of like tenure or effect which is hereafter enacted, at any time or from time to time, in the purchase or acquisition of shares of any class, voting-trust certificates for shares, bonds, debentures, notes, script, warrants, obligations, evidences of indebtedness of the Corporation, or other securities of the Corporation, to such extent or amount and in such manner and upon such terms as the Board of Directors shall deem expedient.

Article Eighth:

A director or officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No transaction or contract or act of the Corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any firm of which any director or officer is a member, any corporation of which any director or officer is a shareholder, director or officer, or any trust of which any director or officer is a trustee or beneficiary, is in any way interested in such transaction or contract or act of the Corporation or in any gains or profits directly or indirectly realized; provided that the fact that such director or officer of such firm or such corporation or such trust is so interested shall have been disclosed or shall have been known to the Board of Directors at which action upon such contract or transaction or act shall have been taken. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize or take action in respect to any such contract or

transaction or act, and may vote thereat to authorize, ratify, or approve any such contract or transaction or act, and any director or officer of the Corporation may take any action within the scope of his authority, respecting such contract or transaction or act, with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, director or officer, or any trust of which he is a trustee or beneficiary, were not interested in such transaction or contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, then notwithstanding any statute or rule of law or of equity to the contrary (if any there be), his good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence.

Article Ninth:

Every director or officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director or officer of the Corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.